



**CITGO Petroleum Corporation**

Lake Charles Operations  
Box 600  
Lake Charles, LA 70602

November 24, 2008

CES Environmental  
4904 Griggs Road  
Houston, TX 77021

Attention: Gregg Bowman

Subject: Transmittal of Change Order for Execution  
Outline Agreement No. 4600006002 Change Order Three (3)

This letter shall serve as formal notification that Outline Agreement No. 4600006002 is hereby changed to incorporate the following CITGO Petroleum Corporation changes:

- The contract has been extended from January 01, 2009 and will expire on December 31, 2011.
- This contract will consist of the transportation of spent caustic (Phenolic, Sulfidic, and Naphthenic) per Exhibit D (dated October 29, 2009).

The terms and conditions forming the original agreement are made a part of this Change Order and shall remain in full force and effect except to the extent modified herein above.

Prior to CITGO making payment for the changes set forth herein, Contractor shall execute this Change Order in the space designated below and return this document to the following address marked to the attention of the undersigned.

CITGO Petroleum Corporation  
Attention: Randy Woolwine  
P. O. Box 600  
Lake Charles, Louisiana 70602

Sincerely,

Randy Woolwine  
Purchasing Agent

AGREED TO AND ACCEPTED BY:  
CES Environmental

By: [Signature]  
Title: VP Finance & Admin  
Date: 11/25/08

EPAHO093000034

**EXHIBIT D**  
**LAKE CHARLES CITGO (LCC)**  
**CAUSTIC QUOTE October 29, 2008**  
**(Effective 1/1/09)**

1. Standard pricing per gallon of material is identified below. This pricing assumes the material specifications for other constituents are within parameters detailed in Section 4 below. To date, tests of material are within these parameters. Parties agree to negotiate in good faith to determine pricing for material when chemical composition does not meet these parameters.

Sulfidic Caustic/Phenolic Caustic:   \$ .51 (plus fuel surcharge)  
Napthenic Caustic                       \$ .46 (plus fuel surcharge)

2. Fuel Surcharge: All pricing above is based on \$ 2.90 per gallon for diesel. At the beginning of every month, CES will apply a fuel surcharge to increase or decrease the charge rate per gallon by \$ .000167 for every \$ .01 change in diesel fuel cost reported by the Energy Information Administration (Gulf Coast No 2 Diesel Ultra Low Sulfur (0-15 ppm) Retail Sales by All Sellers (Cents per Gallon)). This information is available at the following web address:

[http://tonto.eia.doe.gov/dnav/pet/pet\\_pri\\_gnd\\_dcus\\_r30\\_w.htm](http://tonto.eia.doe.gov/dnav/pet/pet_pri_gnd_dcus_r30_w.htm).

3. All pricing includes the following: Dedicated barge service where CES takes possession of material FOB, Citgo facility in Lake Charles.
4. Pricing incorporates safety factors to minimize or eliminate service interruptions including:
- a. multiple outlets to place the material into end service
  - b. dedicated barge - 10,000 bbl (420,000 gallons)
  - c. backup CES storage tank - 10,000 bbl (420,000 gallons)
  - d. truck tanker transportation service if necessary

<u>5. Caustic Solution Specifications</u>	<u>Acceptable Range (Wt %)</u>
a. Sodium chloride (Na Cl) weight percent	0 – 0.3
b. Sodium carbonate (Na <sub>2</sub> CO <sub>3</sub> ) weight percent	0 – 3
c. Dissolved oils (hydrocarbons)	0 – 0.1
d. Sodium sulfide (Na <sub>2</sub> S)	0 – 5.0
e. Sodium hydrosulfide	0 – 5.0
f. Free oils	No visible organic layer (sheen) on top or bottom

6. Within the term of this agreement, Company agrees to the extent practical and consistent with good business practice, to operate in good faith to provide Contractor with approximately 400,000 gallons or more monthly. Parties mutually covenant and agree that this is not a guarantee of volume and that if actual volume is less there is no negative consequence to the Company.

  
10/29/08